

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al., ¹)	Case No. 01-1139 (JKF)
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: January 12, 2005 at 4:00 pm.
)	Hearing Date: Hearing will be held if necessary

NOTICE OF FILING OF FEE APPLICATION

To: The Parties on the Service List attached as Exhibit 1

Bilzin Sumberg Baena Price & Axelrod LLP (the "Applicant"), counsel to the Official Committee of Asbestos Property Damage Claimants (the "PD Committee"), filed and served its Thirty-Ninth Interim Application For Compensation For Services Rendered and Reimbursement of Expenses (the "Fee Application") seeking an interim award of legal fees and reimbursement of expenses incurred as counsel to the PD Committee for all matters other than those related to the fraudulent transfer lawsuit against Sealed Air Corporation;² The interim amount sought in this Fee Application is (i) \$70,778.50 for services rendered during the period October 1, 2004, through and including October 31, 2004 (the "Application Period"); and (ii) \$11,174.74 as reimbursement for the actual and necessary expenses incurred during the Application Period.

You are required to file with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached Fee Application on or before January 12, 2005 at 4:00 p.m.

At the same time, you must serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, Suite 1600, P. O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, LLP 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena,

¹ In order to save space, the PD Committee has refrained from listing all 62 Debtors. The list of all 62 Debtors maybe obtained from Bilzin Sumberg Baena Price & Axelrod LLP if requested.

² Pursuant to the Order re Fraudulent Conveyance Proceedings entered by the United States District Court for the District of Delaware on July 10, 2002, the reference of this case to the Bankruptcy Court with respect to any application for compensation or reimbursement of counsel for fees or expenses incurred in connection with the fraudulent transfer lawsuit against Sealed Air Corporation has been withdrawn. Accordingly, the Applicant has filed a separate invoice for fees and expenses incurred in connection with such lawsuit in the adversary proceeding.

Esquire, Bilzin Sumberg Baena Price & Axelrod LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Theodore J. Tacconelli, Esquire, Ferry, Joseph & Pearce, P.A., 824 Market Street, Suite 904, P. O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-755), and Marla Rosoff Eskin, Esquire, Campbell & Levine, LLC, 801 N. King St, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P. O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) Warren H. Smith, Warren H. Smith & Associates, P.C., Republic Center, 325 N. St. Paul, Suite 1275, Dallas, TX 75201 (fax number 214-744-0231) and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, III, Esquire, 844 King Street, Room 2207, Wilmington, DE 19801.

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 23, 2004

BILZIN SUMBERG BAENA PRICE &
AXELROD LLP

Counsel of the Official Committee of Asbestos
Property Damage Claimants

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200 South Biscayne Boulevard

Miami, Florida 33131-2336

Telephone: (305) 374-7580

Facsimile: (305) 374-7593

By: /s/ Allyn S. Danzeisen
Allyn S. Danzeisen (Admitted Pro Hac Vice)

EXHIBIT 1

NOTICE PARTIES

<p><u>The Debtors</u></p> <p>via hard copy to:</p> <p>David B. Siegel Senior VP and General Counsel 7500 Grace Drive Columbia, MD 21044</p> <p>and</p> <p>via email to: william.sparks@grace.com</p>	<p><u>Co-Counsel to the Debtor In Possession Lender</u></p> <p>via email to:</p> <p>syoder@bayardfirm.com;</p> <p>david.heller@lw.com; and</p> <p>carol.Hennessey@lw.com</p>
<p><u>Co-Counsel to the Debtors</u></p> <p>via email to:</p> <p>james_kapp@chicago.kirkland.com and</p> <p>dcarrickhoff@pszyj.com</p>	<p><u>Co-Counsel to the Official Committee of Unsecured Creditors</u></p> <p>via email to:</p> <p>rserrette@stroock.com; and</p> <p>mlastowski@duanemorris.com</p>
<p><u>Co-Counsel to the Official Committee of Asbestos Personal Injury Claimants</u></p> <p>via email to:</p> <p>pvn1@capdale.com; and</p> <p>meskin@del.camlev.com</p>	<p><u>Co-Counsel to the Official Committee of Equity Holders</u></p> <p>via email to:</p> <p>pbentley@kramerlevin.com;</p> <p>currier@klettrooney.com; and</p> <p>jwaxman@klettrooney.com</p>
<p><u>The Fee Auditor</u></p> <p>Via hard copy to:</p> <p>Warren H. Smith Warren H. Smith & Associates, P.C. Republic Center 325 N. St. Paul, Suite 1275 Dallas, TX 75201</p> <p>and</p> <p>via email to: whsmith@whsmithlaw.com</p>	<p><u>Office of the United States Trustee</u></p> <p>Via hard copy to:</p> <p>Office of the United States Trustee Frank J. Perch, III, Esq. 844 King Street, Suite 2207 Wilmington, DE 19801</p>